UME-P Economics: Revenue Impact - BellSouth

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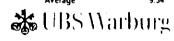




UNE-P Economics: Revenue Impact - Verizon

			Plus	Plus:	Plus:	Plus:	Total	Less.	= 1 otal
		Basic Local Service	SLC	Vertical serv.	Access/Intral_ATA toll	USF	Retail Revenue	UNE-P	Revenue Lost
VZ	Connecticut	13.43	5 69	9 00	5.00	0 62	33 74	20 81	12 93
	DC	12.78	3.87	9 00	5 00	0.57	31 22	15.87	15.35
	Delaware	11 29	6 00	9 00	5 00	0.57	31 86	16 03	15.83
	Maryland	16.81	5 69	9 00	5.00	0 57	37.07	18 82	18 25
	New Jersey	7.47	6 00	9 00	5 00	0.57	28.04	12 6 1	15 43
	West Virginia	29 00	6.00	9.00	5 00	0.57	49 57	26 50	23 07
	Pennsylvania	1161	6.00	9 00	5.00	0.57	32.18	15 11	17 07
	Virginia	12 64	6 00	9 00	5 00 ,	0 57	33 21	17 07	16 14
	Mane	16 35	6 00	9 00	5 00	0.57	36.92	15 34	21.57
	Massachusetts	16.85	6.00	9 00	5 00 (0.57	37.42	15.09	22 33
	New Hampstore	11.86	6.00	9 00	5.00 +	0.57	34 43	25 54	8.89
	New York	11.05	6.00	9 00	5 00	0.57	31 62	12 33	19.28
	Rhode Island	14.78	6 00	9 00	5 00	0.57	35 35	27.46	789
	Vermont	17.20	6 00	9 00	5 00	0.57	37 77	13.85	23.92
	Average/Total	12.47	5.95	9.00	5.00	0.57	32.99	15.10	17.89
			Loop		Local Switchin	g	Tandem switching	Shared transport	7

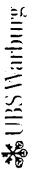
		Loop		Local Swite	hing	Tandem switching	Shared transport	/
	Urban	Suburban	Rural	per port	per MOU	per MOU	per MOU	Avg UNE P
Connecticut	ጸ ባና	12.03	1969	3.31	0.0072	0 0020	na	20 B1
OC.	10.81	10.8 (10 A)	1.55	0.0030	0.0010	0.0015	15.87
Delaware	10.07	13 13	16 67	2 23	0.0028	0 0007	0.0001	16.03
Maryland	12.13	12.85	25 96	1 90	0.0038	0 0007	0.0004	18.82
New Jersey	8.12	9 59	10 97	0.73	0 0026	0.0013	0 0025	12 61
West Virginia	14 99	22 04	43 44	1.60	0.0072	0 0002	0.0007	26.50
Pennsylvania	10-25	11.00	14 00	267	0.0017	0.0008	0 0001	15-11
Vagena	10.74	16 45	29 40	1.30	0 0031	0.0006	0 0001	17 07
Maine	11 44	13.47	18.75	0 94	0 0017	0 0022	0 0009	15 34
Massachussetts	7 54	14 11	20 04	2 00	0 0033	0 0012	0 0022	15 09
New Hampshire	14 01	15.87	24 09	2 31	0 0079	0.0016	0.0010	25.54
New York	7.70	11 31	15 5 1	2 57	0.0011	na	na	12 13
Rhode Island	1119	15.44	19 13	1 85	0.0127	0.0012	0 0022	27.46
Vermont	1 17	8.35	21 63	1.03	0.0040	0 0009	0.0006	1185
Average	9.34	12.33	18.16	1.98	0.0026	0.0007	0.0008	15 10



UNE-P Economics: Revenue Impact - Qwest

	•	Plus	Plus:	Plus	Plus:	Tolal	Less	# 10m
	Basic Local Service	SI.C	Vertical serv.	Access/Intral ATA toll	USF	Retail Revenue	UNF.P	Revenue Lost
Anzona	13.18	909	00 R	00 5	0.56	32.74	28 10	79
Colorado	14.97	9 00	8 00	2 00	95.0	34 48	12.88	2 69
Idaho	14 48	6 00	8 00	5 00	95.0	34 04	22 44	11 59
lowa	11 68	4.72	8 00	2 00	95 0	29 96	17.15	12.81
Minnesota	14 36	4 89	8 00	2 00	95.0	32.81	13.45	96 61
Montana	16 73	9	00 €	90 9	95.0	36.29	27.34	8 95
Nebraska	19 23	5 16	8 00	2 00	95.0	37.95	25.19	12.75
New Mexico	10 66	9 00	8.00	2.00	0.56	30.22	21.74	94
North Dakola	i7 69	9 00	8.00	5.00	950	37.25	22.90	14.35
Очедол	13.80	6 00	8 00	2 00 -	95.0	33.36	20 66	12 70
South Dakota	16.65	9 00	9 00	2.00	95 0	36.21	23.54	1381
titab	1103	6 00	8 00	2 00 5	0.56	30.59	19.45	=======================================
Washington	05.21	265	9 QO	2 00	95 0	3198	10.72	21.76
Муютипа	23.10	9 00	9 00	5.00	95 0	42 66	28.76	14 40
Average/Total	13.75	5.75	8:	5.00	0.56	33.06	18.33	2.2
		1000		Local Switching	<u></u>	Tandem switching	Shared transport	
	Urban	Suburban	Rural	per port	per MOU	per MOU	per MOU	Avg. UNE-P
Auzona	95 <u>81</u>	34.94	56 53	161	0 0028	0.0014	60000	28 10
Colorado	5.61	12 31	37 79	1.85	0.0020	0.0020	0.0020	17.88
ldabo	15.81	24 (1)	40.92	134	0 0017	0 0037	0 0022	22.44
E-WO)	13.11	15.64	1111	1.15	0 000 0	0.0042	0.0013	17.15
Minnesofa	- E & C	12 33	2191	1 08	0 0018	0 0013	0.0015	13.45
Montana	23.10	23 40	27.13	158	/000 0	0 0068	0.0015	27.34
Nebraska	15.14	35.05	26 11	247	0 0007	9200.0	0 0012	25.19
New Mexico	17.75	20.30	75 23	1.38	0 0011	0.0016	0 00 19	21 /4
Horth Dakota	14 78	24 92	56 44	1.77	0 0003	0.0084	0.0044	22 90
Oregon	13.95	25.20	12 95	1.26	0.0013	0 00 16	0 0000	30 66
South Dakola	17.01	18 54	74 37	184	0 0035	0.0017	0.0014	73 54
Hah	14 11	17.76	20 29	0.94	0 0026	0 0011	6000 0	19.45
Washington	6.41	11 35	12 76	134	0 0017	0.0014	0.0022	10.17
Wyoming	16 61	56 94	30 13	2.64	0.0038	91000	0 0003	78.76
Average	12.17	19,86	34.72	1.46	0.0017	0.0020	0.0014	18.33







UNE-P Economics: Calculating the Impact

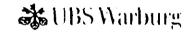
2) Estimated Average *Retail* COGS and SG&A per Line Based on Existing Wireline EBITDA Margins

- Assumes residential wireline margins are equivalent to total wireline margins

3) Calculated Wholesale EBITDA Contribution

- a) Intimated average wholesale COGS and SG&A per line
 - Assume 5% avoided cost in COGS; 20% avoided cost in SG&A
- b) Compared this cost structure to revenue from wholesale UNE-P rates

	COGS	S,G&A	EBITDA	% of COGS	% of S,G&A	Calculated
	(% of sales)	(% of sales)	margins	avoided	avoided	EBITDA margins
SBC	35%	25%	40%	5%	20%	-24%
VZ	31%	24%	45%	5%	20%	-4%
BLS	27%	23%	50%	5%	20%	13%

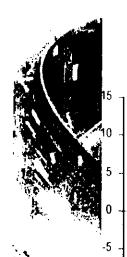


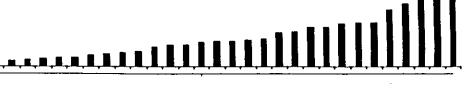


UNE-P Economics: Calculating the Impact

EBITDA Per Line

- SBC UNE-P Average (\$3.51) vs. Retail Average \$13.53
- BellSouth UNE-P Average \$2.47 vs. Retail Average \$18.12
- Verizon UNE-P Average (\$0.68) vs. Retail Average \$14.59
- Qwest UNE-P Average \$1.03 vs. Retail Average \$14.69





EBITDA per UNE-P line is negative.

18 states generate negl EBITDA per UNE-P line 8 are in SBC region, 6 in VZ, 3 in Q, 1 in BLS

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John Hodulik, CFA (212) 713-4226, john.hodulik@ubsw.com



UNE-P Economics: Profitability Impact - SBC



		Retail Pro	fitability		V	tholesale	Profitability					
-		Gross			COGS	Gross	S,G&A exp.		EBITDA	EBITDA Lost	FCF	FCF Lost
	cogs	Profit	S,G&A exp.	EBITDA	95% of ret COGS	Profit	80% of ret S,G&A	EBITDA	lost	Revenue Lost	lost	Revenue Lost
Minois	10.85	20 14	7 75	12 40	10 30	1 39	6 20	7.58	19 98	89.0%	13 39	60%
Indiana	# 20	20.79	8 00	12 80	10 64	6 44	6 40	0.04	12 76	83.2%	B 55	56%
Michigan	14 11	26 20	10.08	16 12	13 40	06/	8 06	8 73	24 B5	88.7%	16 65	59%
Oho	11.76	21.84	8 40	13 44	11 12	3 24	6 72	3.48	16 92	86.3%	11 34	58%
Wisconsin	13 64	25.34	9 /5	15 59	12 96	6 7 2	7.80	-1 08	16.67	85.3%	1111	57%
California	10.28	19 09	7.34	11 75	977	1 91	5.87	3 96	15 71	86.6%	10.5	58%
Connecticut	11.28	20 95	8 06	12 89	10.72	10 09	6 45	3 64	9 75	76.8%	6 20	51%
Nevada	10.50	1951	7.50	12 00	9 98	11 19	6 00	5 19	6.82	77 7%	4.57	49%
Aikansas	17.90	13.25	12.79	20 46	17 01	-0 44	10 23	10 67	31 13	88.8%	20.86	5 59%
Kansas	11.78	21.87	8 4 1	13 46	11 19	5 20	6.73	153	14 99	84.5%	10.0	57%
Missouri	12.64	23.47	903	14 44	12 00	7.36	7 22	0.14	14.30	83.1%	9.58	56%
Oklahoma	11 02	2(1.4%	7.87	12 59	10 47	7 98	6 30	1 68	10 91	80.7%	7.31	54%
Texas	13.70	25.45	9 / 9	15 66	13 02	4 89	7.83	2 94	18 60	85.6%	12 4	57%
Average/Total	11.83	21.98	8.45	13 53	11.24	3.25	6.76	-3.51	17.04	85.7%	11.4	58%
Avg. Ameritech	12.16	22.58	8.69	13.90	11.55	1.85	6.95	-5.10	18.99	87.4%	12.7	59%



Retail Profitability

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%/S	15 41	%8 9 9	87.81	1 50	SE 1	55 B	52.01	96 61	bl 6	91.62	67 Ot	Сеогдія
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%9S	186	%1 58	18 M	16 Z	18 9	VS 6	51.6	28.71	158	50 92	V 9.6	Modh Carolina
%95 €	10 48	%Þ 58	18.81	S 89	169	08.6	696	11.81	£9.8	55.40	£1 01	South Carolina
%/5 {	91 01	%8 58	1951	161	98 9	62.8	68.8	EC 11	16.1	66 56	98.6	องรรษแลโ
%15	C.O.	%C 58	59.čr	10.5	19.3	618	676	18 15	833	SP 92	91 6	Average/Total

Wholesale Profitability

UNE-P Economics: Profitability Impact - BellSouth



UNE-P Economics: Profitability Impact - Verizon

•

		Gross			COGS	Gross	S,G&A exp.		FBITDA	EBITDA Losti	FCF	FCF Lost
	cogs	Profit	S,G&A exp.	EBITDA	95% of rell COGS	Profit	80% of ret. S,G&A	EBITOA	lost	Revenue Lost	lost	Revenue Lost
Connecticut	10 27	22.85	7 95	14 90	9 /5	11 05	6 36	4 69	10.21	789%	6.75	52%
DC	9 50	21 15	7 36	13 79	9 03 🔐	6.84	5.88	0.96	12.84	R3 6%	8 48	55%
Delaware	g_{0}	21.59	7.51	14 08	9.21 📳	6 A 1	6 01	080	13.28	83.9%	877	55%
Maryland	11.32	75 19	B 76	16 43	10.75 .	8 07	7 01	1 06	15 37	R4 2%	10 19	56%
New Jersey	8 52	18 95	6.59	12 36	8 09	4 52	5.27	0.75	13 11	85.0%	8.67	56%
West Virginia	15 19	33.81	11.76	22 05	14 43	12 07	941	2 66	19 39	B4 (1%	12.8	56%
Pennsylvania	9.80	21.81	7.59	14 22	9.31	5 81	6 07	0.26	14 49	84 9%	9.57	56%
Virgina	10 12	22.52	7.83	14 69	961	7.45	6 27	1 19	13.50	83.6%	8 92	55%
Maine	11.27	25 08	A 72	16 36	10 70	4 64	6 98	-2.34	18 69	86.7%	17.3	57%
Massachusetts	11.42	25.43	8.84	16 5 8	10 85	4 24	7 08	2.84	19 42	87.0%	12 A	3 57%
New Hampsture	10.50	23.36	8.13	15 23	9 97	15 57	6.50	9 07	6 17	69.4%	4 05	46%
New York	962	21 47	7.45	13 97	9 14	3 19	5 96	277	16 74	86.8%	110	6 5/%
Rhode Istand	85.0)4	24 ((()	8.35	15 65	10 24	17 22	6 68	10 54	5 11	64 8%	13/	4.1%
Vermont	11.53	25.67	8 93	16 74	10.96	2 89	7 14	4 25	20 99	87.7%	138	7 58%
Average/Total	10.05	22 37	7.78	14.59	9.55	5.55	6.22	-0.68	15.26	85.3%	10.0	9 56%

Wholesale Profitability



Retail Profitability

UNE-P Economics: Profitability Impact - Qwest

		Retail Profitability	Stability		5	Tholesate	Wholesate Profitability					
		Gross			\$900	Gross	S,G&A exp.		EBITDA	EBITDA Lost	Ľ	FCF Lost/
	SOOO	Profit	S,G&A exp.	EBITDA	95% of rel CDGS	Profit	80% of ret S,G&A	EBITDA	fost	Revenue Lost	Ş	Revenue Lost
Arizona	1.36	. 20 82	8 05	12.87	10 70	17.40	6 44	10 97	191	411%	- 65	23%
Colorado	/8 P	22.05	8 48	13.57	11.28	1 60	6 78	5 19	18 75	86.8%	103	48%
Ндато	1172	21.76	8.37	13.39	1113	11.33	6 70	462	0.77	15.7%	. A	47%
южа	10 29	11 61	7.35	11 76	9.78	7 38	5.88	5.	10.26	80.1%	3	44%
Minnesota	11.79	20 H	8 06	12.90	10.72	277	6.45	373	15 63	85.9%	-	A / 7%
Montana	12.51	23.22	8.43	14 29	1188	15.46	7 15	B 32	5.97	65.8%	3.29	
Nebraska	13.08	24.30	9.35	14 95	12.43	12.76	7 48	5 29	967	75.8%	5.33	
New Mickelo	10 38	19.28	1.42	11 86	98.6	11.88	593	5 95	591	%8 69	3.25	
North Dakota	12 84	23.85	917	14 68	12 20	10 70	7 34	3.36	1131	78.8%	623	
Oregon	13 48	21.32	8.20	13.12	10.91	9.75	95 9	3 19	9 93	78.2%	5.46	
South Dakota	12.48	23.17	8 91	14 26	1185	1169	7.13	4.56	9 70	76.5%	- 2	
Ulah	10.51	11.52	151	12 01	86.6	9.46	601	3.46	8 56	76.8%	-	
Washington	11 00	20.42	7.85	12.57	10.45	0 28	6.28	601	18 57	87.4%	10 22	
Муотпа	14 74	27.37	10 53	16.84	14 00	14 26	8 42	5 84	11 00	76.4%	5.05	
Average/Total	11 38	21.13	8.13	13.00	10.81	7.53	6.50	103	11.98	813%	6.59	







UNE-P Economics: Calculating the Impact

4 4) Estimated Future Line Loss in Each State

- SBC: Lost 692K lines to UNE-P in 2Q, up from 358K in 1Q
 - We believe roughly half of these were in June alone
 - AT&T entered IL and OH in mid-June, CA in early August
 - We expect line loss of 1m in Q3 and 1.2m in Q4
- BellSouth: Lost 278K lines to UNE-P in 2Q, up from 239K in 1Q
 - Losing 100-120/ quarter to reseller in Florida
 - AT&T in Georgia and is likely to enter Florida as well
 - We expect line loss of 300K in Q3 and 400K in Q4
- Verizon: Lost 110K lines to UNE-P in 2Q, up from 64K in 1Q
 - AT&T increasing marketing expenditures in New York
 - Announced entry into New Jersey in September
 - Expect to enter Pennsylvania in 4Q
 - We expect line loss of 230K in Q3 and 500K in Q4

🐉 UBS Warburg

UNE-P Economics: UNE-P Line Projections

										_				
	1001	2001	3001	4Q01	1Q02	2002	3Q02e	4Q02e	2000	2001	2002e	2003e	2004e	2005e
Total Switched Acces	s Lines													
SBC	61,254	60.578	50 230	59,532	59.036	58 2 55	57,325	56 345	61,270	59,532	56,345	54.349	53 676	53,271
VZ	62.903	62,465	61 967	61551	61.227	60,373	58.027	57.276	62,902	61,551	57 276	55.131	54,129	53.972
BLS	25.898	25,666	25 575	25,422	25.425	25,138	24,837	24.612	25,908	25,422	24,612	24.080	23.920	23,776
Q	17,979	17,808	17 687	17,454	17.250	16,955	16,730	16 531	18,089	17,454	16,531	15.686	15.072	14,611
Total	167,984	166,517	165,459	163,959	162,938	160,721	156,920	154,764	168,169	163,959	154,764	149,246	146,797	145,630
% growth														
SBC	0.2%	1 1%	1.7%	-28%	36%	-38%	48%	5 4%	0 9%	-28%	-5 4%	-3.5%	1.2%	0.8%
٧Z	06%	0.4%	14%	-2 1%	-2 7%	-3 3%	6 4%	69%	1 4%	2 1%	6.9%	-37%	1.8%	0.3%
BLS	0 1%	0.8%	14%	-19%	-18%	21%	29%	32%	16%	1.9%	3 7%	77%	0.1%	06%
O	0 1%	08%	1.9%	3 5%	-38%	48%	-5.4%	5.3%	19%	3.5%	5.3%	5.1%	3 9%	3 1%
Total di	0 3%	-0 7%	-16%	2.5%	-3.0%	-3 5%	-5.2%	F -5.6%	1.3%	2.5%	-5 6%	-3 6%	1 6%	-0 8%
Total UNE P														
SBC	1.373	1,750	2 159	2,403	2 761	3 453	4 453	5.65.3	1.012	2 403	5 653	9 067	10 798	11,852
٧Z	1 545	2 09 3	2 1 18	2.195	2.259	2.369	2 599	3 099	1 687	2.195	3.099	4 899		
BLS	303	385	505	601	840	1 118	1 4 18	1818	224	601	1.818	3 318		
g	431	451	459	453	491	512	547	582	na	453	582	862	1 052	
Total	3.752	4,689	5,261	5.652	6,351	7,452	9,017	11,152	2,923	5,652	11,152	18,146	22,367	
Net UNE-P Adds														
SBC	361	387	ትበት	244	358	1542	— F.0000	1.2001	na	1,391	3,250	3 4 1 4	1 731	1,055
٧Z	42	418	45	57	64	110	230	500	na	508	904	1 800	1 400	
BLS	79	82	120	96	239	278	300	400	na			1,500	900	
Q	na	20	8	6	38	21	35	35	na					
Total	398	937	572	391	699	1,101	1,565	2,135	na	2,276	5,500	6,994	4,221	
UNE-P Penetration														
SBC	2 2%	29%	36%	4 0%	47%	5 9%	7.8%	10 0%	1 7%	4 0%	10.0%	167%	20.1%	22.2%
vz	2.6%	3 4%	3.5%	36%	37%	39%	4.5%	5 4%	2 7%	•				
BLS	1 2%	15%	20%	24%	33%	4 4 %	5.7%	7.4%	0.9%					
Q	24%	25%	26%	26%	28%	30%	3 3%	3 5%	na					
Total	2 2%	2.8%	3 2%	3.4%	3.9%	4.6%	5.7%	7.2%	1.7%					



UNE-P Economics: What's the Call?

Downgrading the Bells (BLS, SBC and VZ)

Expect the group to perform inline with the market over the next 12 months

Dividend yields should provide a backstop on valuations

♦ Economics of UNE-P worse than expected for the Bells

- Will put additional pressure on Bell margins and earnings
- SBC and BellSouth are the most exposed

Line Losses Will Likely Accelerate in 2H02

- AT&T and MCI
- -- No near-term regulatory relief expected

Long Distance is Only a Partial Offset

- Local revenue is much higher margin than long distance
- To breakeven on the EBITDA line, Bells need to add 5.4 long distance customers for every UNE-P line added

2003 EPS Estimates are Too High

— We now expect 2003 EPS to decline 1.8%; the Street still forecasts growth UBS Warburg



		Y/Z	N/A	V/N	SBC N/A	V/N NO.1	V.Z. X/N	WCOM N/A
equest.		7	2		2	2	2,57	1,2
Additional information available upon request.	Prices of companies mentioned as of :	AT& I Corp	BellSouth Corp	Owest Communications International	SBC Communications, Inc.	Sprint LON Group	Verizon Communications	WorldCom Group

1. UBS Warburg LLC and/or one of its affiliates makes a market in the securities of this company.
2. UBS Warburg LLC, UBS PaineWebber Inc. and/or one of their affiliates has acted as a manager/eo manager or placement agent in underwriting securities of this company or one of its subsidiaries in the past three years.

57. UBS Warburg L.F. is acting as co-manager in underwriting securities of Verizon Wireless.



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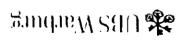
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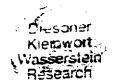
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UNe-P: the Un-Profit

Regulation pressuring RBOC profits



Industry update

RBOCs' core profit center is under severe attack from competitive forces. Regulators have reduced UNE pricing such that CLECs are using UNE lines to penetrate the residential and small business markets. In our view, until UNE pricing becomes more rational, the RBOCs will suffer steeper profitability squeezes from CLECs using UNE lines.

- ▶ CLEC penetration rising: By the end of 2001, according to the FCC, CLECs accounted for 10.2% of the nation's 192m switched lines, up from 7.7% 12 months earlier, a 32% increase in market share. Cable telephony lines are increasing at a slightly faster rate than overall CLEC lines. By the end of 2001, according to the FCC, cable telephone lines constituted 11% of CLEC lines (2.2m lines), and 1% of all switched lines.
- ▶ Lost ILEC profits: ILECs lost 1.5m lines in the last six months of 2001 in the form of UNEs (unbundled network elements) to CLECs, which we estimate comes to \$1bn in lost annualized sales, most of which is pure profit. In a six-month span, then, after taxes, ILEC bottom lines lost about \$325m in net income, and \$4.2bn in market capitalization assuming a 13x P/E multiple. The Bells control about 94% of the nation's incumpent access lines, so the RBOCs, primarily through UNE, lost \$4bn in market capitalization in the last half of 2001. The Bells currently have a \$220bn equity market cap, meaning that CLECs conceivably destroyed 2% of Bell equity value in the H2 2001.
- ▶ Some CLEC overbuilding: In H2 01, CLECs gained 2.4m lines, which we believe was created exclusively at the expense of the ILECs, or 19,000 lines per business day. Some of these lines are tost to cable telephony or where CLECs build their own connections directly to businesses. In such cases, the CLEC has overbuilt, or completely severed the connection between the ILEC and the customer, removing the ILEC from 100% of their former revenue stream.
- ▶ Ratings: We maintain our Hold ratings on BellSouth Corp., Qwest Communications, SBC Communications and Verizon Communications.

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Hold

BellSouth Corporation Qwest Communications SBC Communications Verizon Communications

Bruce J. Roberts +1 212 429 3459 bruce roberts@drkw.com

William P. Carrier +1 212 429 3457 william.camer@drkw.com





Investment summary and conclusion

Regulators are forcing upon the local industry through UNEs

The concern isn't the CLECs; with a weak capital market, and the techno bubble-burst, the money CLECs need to build out a local network IS NOT available in the public or bank markets. Ironically, the impact of CLEC competition has never been more NEGATIVE for RBOCs (we interchange the terms RBOCs and ILECs). Why? Because the regulators are forcing unprofitable resale pricing upon the local industry through Unbundled Network Elements, or UNEs. What are UNEs?

UNEs are network 'elements' – switching, copper lines, data base hookups, fiber trunks into office buildings, etc., that the RBOC is forced to lease to the CLEC. When a CLEC uses UNEs INSTEAD of building out its own copper loops, switches, etc., it avoids major capital expense, and 'rides' the RBOCs' investments made over decades. When eapital flowed freely to CLECs in the 1990s, CLECs took that money and decided to build their own networks. At the time that seemed to be a rational decision: money would be available from Wall Street 'forever', and an owned network would be more profitable than a leased one – eventually. Unfortunately for those CLECs that overbuilt over wide geographic territories, i.e., the "XOs" of the world that decided there was a business case for a 'national – local' infrastructure that served (in retrospect) way too many cities, thereby never achieving density – the key to local profitability – the capital markets dried up. Left, were the liquid competitors to the Bells; AT&T and MCI (until now), who, over the last two years, have taken up UNE, or leasing, rather than constructing a second local network, as the means to compete.

AT&T and MCI are very concerned about losing long distance customers to the RBOCs. So even if UNE isn't as profitable as owning your own network, by being able to offer local service promptly (which UNE enables) and at a decent profit (which UNE enables), the long distance carriers can combat long distance customer defection, making THEIR foray into leasing local services more profitable by avoiding lost long distance revenues, than an "XO" could have.

- ► Hence, the recent rapid entry into long distance by the RBOCs has been accompanied by a rapid expansion of the use of UNEs by CLECs, principally AT&T and MC!
- ▶ States rule over the Feds on local telephony. States have been widening the UNE discount + to the detriment of the RBOCs as a guid pro quo to RBOC long distance entry. Local profit margins are much fatter (45%) than long distance margins (25%), so the current trade-off is a loser for the RBOCs.



■ The discount has caused much more rapid CLEC UNE use. This was seen most recently in California, where the CA PUC has recently ruled that SBC can provide long distance (SBC still must apply at the FCC), in the case of CA. AT&T got lower UNE rates BEFORE SBC was able to get into long distance causing a timing-engendered loss as well.

Which regulators? Well, first the FCC, which took the 1996 Act that did not specify particular UNEs or what price they should be made available at. The last FCC made a long list of UNEs and set severe discount 'frameworks' to those UNEs. Then the states got into the act by setting the actual UNE rate, i.e., the discount from retail rates offered to an ABOC's customers. These discounts can be as high as 65°° At the margin, such revenue loss, accompanied by continued network costs, results in almost one-for-one profit loss – thus, the UNE is highly profit-destructive.

The regulators may allow three to four vertically and horizontally integrated providers

The only saving grace is that MCI has serious financial difficulties, and could be forced to abandon its UNE expansion program – to the Bells' benefit. In addition, AT&T, which is in much better financial shape, and can, we estimate, survive on its own for years, could be bought out by a Bell if the current telecom meltdown continues. In other words, the regulators – the FCC and DOJ – may allow the oligopolization of the telecom industry, where there are three to four vertically and horizontally integrated providers. That is, three to four oid Ma Bells.

For investors, we believe that the Belis are trading near historically low multiples of EBITDA, which is the most important barometer of value, in our view. However, UNE is, at the margin, so value destructive, that we would be HOLDERs, if and until the regulators become more realistic. And if they don't, shareholders might be rewarded by a severe downsizing of MCi and/or absorption of AT&T by a Bell. Conclusion: Hold



"The cream skim" – business, population density and demographics

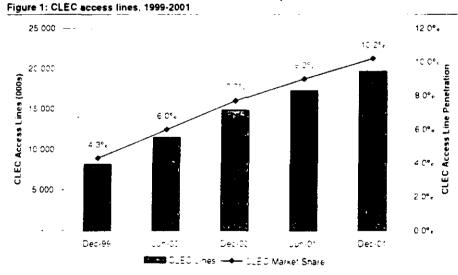
The current competitive policies favor rich residential customers, large businesses and states with greater population density.

45 of CLEC lines served residential and small business markets

According to the FCC, 55% of CLEC lines served medium and large businesses and government customers. In contrast, just 23% of ILEC lines served such customers. Conversely, 45% of CLEC lines served residential and small business markets, while over 75% of Bell lines served lower profit residential and small business lines. Businesses and government offices are more densely packed, and spend more per access line than residents.

Thus, the ILECs are left holding the 'bag' – serving more of the costly (read: geographically dispersed) and lower paying line base. We view the 'cream skim' as one of the most compelling arguments that local competition regulation is destructive and illogical.

Year-end 2001E CLEC line composition



Source FCC



The goal of the 1996 Act was to create the environment for local competition, not create local competition.

Overbuild: 33%, but in key sectors much lower

Of the 33% overbuild percentage, we estimate that under 5% of residential lines are overbuilt lines. We believe this is a telling statistic and perhaps the most important in this report, in the US at year-end 2001, there were 134m residential and small business access lines. The majority of overbuilt lines are business lines, with a concentration on medium and large sized businesses. Our view is that the current rules forcing RBOCs to resell local lines to CLECs at very geep discounts are off course. The goal of the 1996 Act was to create the environment for local competition, not create local competition. Although seemingly subtle, this is a huge distinction. The idea is that to produce new, exciting services and priding programs requires a competitor to provide new, exciting services. How can that occur if the CLEC is reselling the RBOCs' service? With only a 33% overbuilding rate, the desired outcome of the Act is unaccomplished. The idea was to give the CLECs a means to build customer scale upon which they could then justify building their own network. since this is an industry of scale. In point of fact, the growth in UNE lines is accelerating, despite the fact that the base of CLEC customers is also expanding. With UNE, the CLECs are merely behaving as rational decision makers. If it's cheaper and less risky to resell rather than build, then resell is the answer. Unlike the long distance industry, which is less of a natural monopoly since it takes just severalbn dollars and two to three years to build a national network, except for the cream of the business market and the cream i.e., demographically desirable (read; rich homeowners who can buy many services) residential market, a new national local network is unlikely to emerge. We won't get into "what ifs," but under a more rational local competitive framework, overbuilding might have occurred to a greater extent.

Sinking the sunk costs

Cable telephony penetration is increasing even faster than overall CLEC penetration

Overbuilding erases any revenue contribution from former customers or prospective customers that would have used a Be!' if an overbuilding CLEC wasn't around, it fully 'strands' the lines' assets. The business base is easier to overbuild because they are located in office buildings and otherwise backed more densely. So the 'cream skim' has been accompanied by the loverbuild. That is, for years, CLECs such as Time Warner Communications, AT&T Business and WorldCom's MFS (although we believe one of WCOM's downfall was its inability to leverage the MCI long distance base and 'backsell' an MES local product into it have been building their own trunks into business locations, either fully bypassing the ICEC, or perhaps renting minimal network subsegments such as the last link into a building. Now, cable telephony is copying the CLECs on the residential side. By piggybacking onto the cable television network, they found an economical way to overbuild the less dense residential base, a danger to the Bells that have concerned us for some time. FCC statistics show cable telephony penetration increasing even faster than overall CLEC penetration, and AT&T Broadband reponed in Q2 02 that, for the first time, its cable telephony operations are EBITDA-positive, validation that a means to 'crack' the natural monopoly in the local residential market exists. It still takes a lot longer to deploy a cable telephony line than a UNE line. Thus, cable telephony is probably impacting residential lines' margins, but not taking significant market share yet



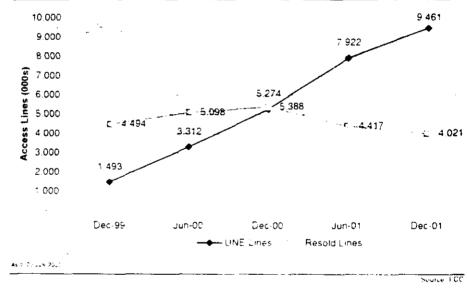
The pottom line is that competition comes in two flavors' researing the RBOCs' network or overbuilding. The Bells argue that low UNE rates, which can force an RBOC to resell a local line to a CLEC such as MCI "Neighborhood" for as much as 70% off of retail, aren't so bad because they at least provide some revenue across a high fixed cost structure. Also, since the line is deployed already (sunk cost), and only minimal cash is required to operate that line, an RBOC would select UNE to overbuilding as the lesser of two evils. We agree. However, with overbuilding now taking place in the business and residential ends of the local market, we expect that the value of the RBOCs' plant, i.e., their sunk costs, are falling, and that plant write downs loom. Again, the overbuilding is concentrating in the large business arenas and will occur for plant that serves large businesses, not the residential market.

Resale: 22%, down from 43% two years earlier

Resale is uneconomical for CLECs, so they are dropping resale lines or changing them to a UNE-P "lines" regime, which are functionally equivalent, but add 20%-40% points of gross margin to a CLEC

UNE-P lines add 20 -40 points of gross margin to a CLEC





UNE-P has made it possible for AT IT and MCI to compete in the residential arena

UNE: 47% (24% at YE 1999) - erased 2% of bell equity?

The UNE platform is growing rapidly in use. To the CLEC the only difference between reselling and UNEs is the cost. In fact, UNE is nothing more than resale with 2-3x the discount, which comes to a 35%-60% discount. UNE-P has made it possible for AT&T and MCI to compete in the residential arena. Because it is too costly to build out fess dense residential networks. UNE-P resale (and cable telephony overbuilding) are being used to penetrate the residential and small business market. According to the FCC, CLECs served 4.6% of those markets at the end of 2000, and 6.6% of such markets by year-end 2001. There were 9.5m UNE loops at year-end 2001, up from 8m six months earlier. About 61%, or 5.8m lines, were UNE-P lines that included switching, and the rest (3.7m) were UNE loops, where the CLEC just leases the



ameliorate, in our view.

smeliorate, in our view.

ILECs lost 1.5m lines in the last six months of 2001 in the form of UNEs to CLEDs, which we estimate comes to 51bn in lost annualized sales, most of which is pure profit in a six-month span, then, after taxes, ILEC bottom lines lost about 5325m in net income, and \$4.2bn in market capitalization, assuming a 13x P/E multiple. The Bells control about 94% of the nation's incumbent access lines, so the RBOCs, primarily through UNE, lost 54bn in market capitalization in the last half of 2001. The Bells currently have a 5220bn equity market cap, meaning that CLECs conceivably currently have a 5220bn equity market cap, meaning that CLECs conceivably are reasonable and that the market actually "made" this observation and factored it into stock prices. There's no assurance RBOC stocks didn't decline due to other reasons, and that the UNE-P issue has yet to be factored into the stocks.

Case study: AT&T UNEs

AT&T's new senior management states that the UNE-P platform is expected to be as successful in penetrating the business market as it has been in the residential market. Today, T has some 3 2m local lines, of which 500,000, or 15%, are UNE-P-based. That percentage will increase We estimate that the UNE-P platform will be instrumental in enabling AT&T to reach its goal of \$10bn in annual business local revenues in five years. Note: it takes T about two years for UNE-P, on its own, to breakeven, excluding the positive impacts of bundling long distance with UNE-P.

From a macroeconomic point of view there are several concerns with the UNE-P system:

- consumers), rather than being left to market forces.
- ► In the longer-term, it could not consumers of advanced services that require the ROOs' pientiful cash flow to fund
- System.

 System:

 Sys

UNE is a creation of the prior ECC administration. Only network elements such as switching, local loop costs and other various network elements were required under the 1996 Act to be soid at reasonable discounts to the CLEC. The FCC decided that the ILECs were required to "rebundle" these elements and sell them at much steeper to be the retail price charged by the Bell less avoidable costs such as selling costs. That was interpreted to mean a 20° -25° discount to retail. However, the CLECs didn't have any margin left over for a profit. We're not sure, however, that profit was interpreted to mean a 20° -25° discount to retail. However, the CLECs didn't have any margin left over for a profit. We're not sure, however, that profit was required by the Act. At the end of the day, the spirit of the Act was to deliver a mechanism to jumpstart local competition, and we interpret that to mean to develop a mechanism to jumpstart local competition, and we interpret that to mean to develop a mechanism to jumpstart local competition, and we interpret that to mean to develop a

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through UNE elements of resale to THEN justify building their own network mechanism to allow competitions to build up a latge enough pase of customers - either.

Regulators forgot to notice that wireless is local competition, too

In its July 2002 Local Telephone Competition report, the FCC reported that US wireless subscribers increased from 79.7m at year-end 1999 to 122.4m by year-end mindless subscribers increased from 79.7m at year-end 1999 to 122.4m by year-end mortunity or a 23.9% CAGA. With wireless carriers offering big bucket minute pians including features like Caller 1D and free roaming, wireless phones are replacing landlines for many consumers. As wireless companies continue to build out their networks and improve service quality, wireless displacement with increasingly displace networks and improve service quality, wireless displacement with increasingly displace.

Wireless displacement is not only affecting primary access lines, but is having a devastating effect on RBOC second lines. Second line growth for the RBOCs is declining rapidly, primarily as a result of wireless displacement of these second lines. BLS reported a Q2 02 second line YoY growth decline of 10.6° , while SBC's second lines declined 8.7° , YoY in Q2 02. Historically, second lines have increased as much, as 15° -20%. YoY, and just two quarters ago we estimate that these second line were declining approximately 5° . If we estimate that the RBOCs combined for 17° second lines at year-end 2001, and each second line generates 55° combined for 17° second lines at year-end 2001, and each second line generates 55° per month with a 65° , EBITDA margin, then 5633° of EBITDA was generated from

10% per year, primarily due to wireless displacement.

HBOC second lines in 2001, This \$633m of EBITDA is in danger of being reduced by

End result

11.4bn decline over last year

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Figure 3: RBOC local wi	reline					
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Wireless displacement is not

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Regulators have moved to an active stance to redesign the industry

Regulators hurting consumers in long run

The combination of very effective lobbying on the part of small and large tread. AT&T CLECs, and a democratic FCC (thought to be friendly to long distance and CLECs, not RBOCs) prodded the FCC to create the UNE-Platform, or UNE-P. The FCC decided that UNEs should be priced at a theoretical level, that is, what would it cost for a brand new local network to add an access line. The assumptions include state-of-the-act networks throughout, and perfect capital and man-hour deployments. In other words, we believe these are imaginary, non-historic; therefore, in our opinion, this is an unreasonable way to regulate an industry. Another related issue is that of regulation altogether. In the 10 years of covering this industry, regulators have, in our view, taken an exponentially more involved role in the "day-to-day" decisions about pricing. mergers, service offerings, inter-carrier relationships, etc. than before the 1996 Act. It wasn't supposed to turn out that way. Regulators have moved to an active stance to redesign the industry, from a passive stance where carriers knew the rules and operated freely within them. They knew what their returns would be, and didn't have to make the very risky types of investments RBOCs have made in the past few years to compensate for the loss of growth in the core business that has destroyed shareholder value. On top of that the regulators have had the herve to regulate the newer high-risk capital return projects such as DSL. Now every carrier move is scrutinized by a state or FCC hearing, slowing down the communications revolution of the late 1990s. In the short run, the consumer wins with these artificially lowered local rates. In the long term, the consumer will suffer as ILECs cut their capital budgets by 30%, which will produce fewer services, more network outages, and crummier customer service. The regulators don't understand that the local industry, unlike the long distance industry, is the closest thing in telecoms to a "natural" monopoly. Wireless, long distance and underseanetworks cost less per DS-0 to build, and are constructed in a matter of months or a year or two, not the many years it takes to build a local landline network

Figure 4: Dresdner Kleinwort Wasserstein ABOCs earnings universe

Symbol 28 Aug. Fixed Fixed 52 week (US\$) Earlings per share (US\$) Othy, EPS (US\$) PER ratio (US\$) Symbol 28 Aug. (US\$) year High Law 2001A 2007E 2003E Ye. ngo Chir. est. 2001A 2002E 2003E Ye. ngo Chir. est. 2001A 2001A 2001A 2001B 200			-	ieg i argel												fal 5 vr	I	
Symbol 20 Ang. (US\$) year High Law 2001A 2007E 2003E Yr. ago Chir. est. 2001A 2007E 2003E (%) EUS \$21.50 \$28.00 Onc \$42.95 \$20.10 \$2.21 \$2.15 \$7.23 \$0.59 \$0.53 11.5x 11.9x 11.4x NA O \$2.95 \$2.00 Onc \$7.400 \$1.07 \$0.05 \$0.55 \$0.40 \$0.06 \$0.15 \$0.50 NM NM NA SBC \$27.68 \$28.00 Onc \$47.50 \$22.20 \$2.35 \$2.31 \$2.41 \$0.59 \$0.05 11.8x 12.0x 11.5x NA VZ \$3.180 \$3.80 Onc \$15.59 \$26.01 \$3.00 \$3.36 \$3.31 \$4.15 \$0.25 \$0.00 \$1.00	((0.55)	buc	Fiscal	52 W	ek (US\$)		ings per sh	are (US\$)	5	EPS (US\$)		PΛ	ratio de)			Viola
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	Verizon Communications (1)		\$31.80	\$38 00	Dec	66553	\$26.01	\$3.00	\$3.06	31 63	\$0.75	£0.78	10.64	27	3	:		



Notes

